

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Grove Plaza Partners, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 46-2919497

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

390 Bridge Parkway, Suite C
Redwood City, CA 94065

Number, Street, City, State & ZIP Code

San Mateo
County

303 Twin Dolphin Drive, Suite 600
Redwood Shores, CA 94065

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☒ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5311**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Grove Plaza Partners, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **May 13, 2016**
MM / DD / YYYY

X /s/ George A. Arce, Jr.
Signature of authorized representative of debtor

Title **Manager**

George A. Arce, Jr.
Printed name

18. Signature of attorney

X /s/ Reno F.R. Fernandez III
Signature of attorney for debtor

Date **May 13, 2016**
MM / DD / YYYY

Reno F.R. Fernandez III
Printed name

Macdonald Fernandez LLP
Firm name

221 Sansome Street, 3rd Floor
San Francisco, CA 94104
Number, Street, City, State & ZIP Code

Contact phone **(415) 362-0449** Email address

251934
Bar number and State

**ACTION BY UNANIMOUS WRITTEN CONSENT OF
VOTING MEMBERS IN LIEU OF MEETING OF
GROVE PLAZA PARTNERS, LLC**

This Resolution is adopted based on the following facts and circumstances:

- A. The Company has received an offer to purchase the Property on terms acceptable to the Company.
- B. The Note and First Deed of Trust encumbering the Property is in default and a trustee's sale is scheduled to occur on May 6, 2016.
- C. The Members wish to protect their equity in the Property and delay the foreclosure sale so that the negotiated sale of the Property can be consummated.

RESOLUTION

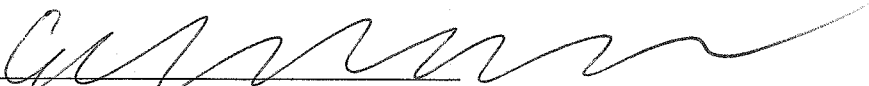
The undersigned, being all of the Voting Members of Grove Plaza Partners, LLC, a Delaware limited liability company (the "Company") by their signatures below or on a counterpart hereof, hereby adopt the following resolutions on behalf of this Company:

RESOLVED, that unless an agreement of forbearance is entered into with Calmwater Capital prior to 9:00 AM on May 6, 2016, that the Company is authorized to seek the protection of the U. S. Bankruptcy Code and secure a stay of the foreclosure proceedings.

RESOLVED FURTHER that the Manager is authorized to retain bankruptcy counsel on behalf of the Company, to use available operating capital to pay a retainer to bankruptcy counsel if the same is required, and is authorized to execute all documents and complete all paperwork necessary to invoke the protection of the Bankruptcy Court.

IN WITNESS WHEREOF, this Resolution is adopted unanimously by all Voting Members of GROVE PLAZA PARTNERS, LLC.

PHAN GROVE ONTARIO, LLC, a
California limited liability company

By: 
Name: Calvin Phan
Title: Trustee of the Calvin Tuan and Jennica
Hanh Nguyen 2002 Trust

Thomas E. Sparks, as Trustee of the Sparks
Grandchildren's 1994 Trust dated June 21,
1994

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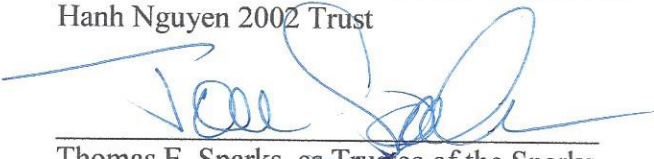
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Debtor name **Grove Plaza Partners, LLC**
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Ace Roofing & Waterproofing Systems 165 Westside Road Hollister, CA 95023	(831) 636-4850	Roofing Services				\$1,100.00
Amor Architectural Corporation 10300 4th Street, Suite 100 Rancho Cucamonga, CA 91730	William A. Amor, AIA (909) 259-9971	Pending Lawsuit	Contingent Unliquidated			\$16,896.94
APM Property Maintenance, Inc. 650 N. Rose Drive, Suite 339 Placentia, CA 92870	(714) 996-0107	Property Maintenance				\$5,737.00
Armanino 12657 Alcosta Boulevard, Suite 500 San Ramon, CA 94583	info@armaninollp.com (925) 790-2600	Accounting and Business Consulting Services				\$1,370.00
Brown Rudnick LLP P.O. Box 52257 Boston, MA 02205	(617) 856-8200	Legal Services				\$64,355.89
CB Commercial		Amount Estimated by Debtor Leasing Commission				\$55,000.00
CBRE, Inc. 4141 Inland Empire Boulevard, Suite 100 Ontario, CA 91764	Mark Thompson mark.thompson@cbre.com (909) 418-2033	Pending Lawsuit	Contingent Unliquidated			\$95,000.00

Debtor **Grove Plaza Partners, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Commercial Maintenance Service 4052 Mira Mesa Avenue Chino, CA 91710		Janitorial Services				\$20,000.00
Corporate Alliance Strategies, Inc. 1147 Railroad Street Corona, CA 92882	Sean R. Kelley (877) 777-7487	Security Services				\$4,800.00
Environmental Management Solutions, Inc. 13950 Monte Vista Avenue Chino, CA 91710	(909) 548-0224	Mold Remediation and Restoration Services				\$806.43
Gil Ruiz Landscape Maintenance 28440 Blanik Avenue Nuevo, CA 92567	(909) 636-1829	Janitorial and Building Maintenance Services				\$5,100.00
Nadel Architects, Inc. Attn: David Anderson 1990 S. Bundy Drive, Suite 400 Los Angeles, CA 90025	David Anderson danderson@nadela rc.com (310) 826-2100	Architectural Services				\$3,113.10
Ontario Municipal Utilities Co. 1333 S. Bon View Avenue P.O. Box 8000 Ontario, CA 91761	(909) 395-2050	Utility Services				\$9,585.24
PDM Development, Inc. 1234 East Tujunga Avenue Burbank, CA 91501	(818) 848-7859	Real Estate Development Services				\$10,261.22
Penny Plumbing 1030 N. Mountain Avenue, Suite 461 Ontario, CA 91762	(909) 944-1328	Plumbing Services				\$2,800.00
Perry Roofing, Inc. 10527 Deer Canyon Dr. Rancho Cucamonga, CA 91737	(909) 944-1328	Roofing Services				\$5,900.00

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				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Southern California EDISON P.O. Box 300 Rosemead, CA 91772	(800) 990-7788	Electricity				\$4,142.87
Stanley Security Solutions 55 Shuman Blvd. Suite 900 Naperville, IL 60563	(877) 476-4968	Security Services				\$2,104.38
Tyco Intergrated Security LLC P.O. Box 371967 Pittsburgh, PA 15250	(412) 357-1725	Security Services				\$1,211.94
Tyler Lighting Services Inc. 551 W. Crowther Avenue Placentia, CA 92870	(714) 524-2220	Electrical Services				\$3,526.63

**United States Bankruptcy Court
Northern District of California**

In re Grove Plaza Partners, LLC

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Phan Ontario, LLC Attn: Calvin Phan 1500 Buckeye Drive Milpitas, CA 95035		90.9%	Equity Interest in LLC
Thomas E. Sparks Trustee of the Sparks Grandchildren's 1994 Trust Dated 6/21/94 2036 Port Ramsgate Place Newport Beach, CA 92660		9.1%	Equity Interest in LLC

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date May 13, 2016

Signature /s/ George A. Arce, Jr.
George A. Arce, Jr.

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Northern District of California**

In re **Grove Plaza Partners, LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Grove Plaza Partners, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Phan Ontario, LLC
Attn: Calvin Phan
1500 Buckeye Drive
Milpitas, CA 95035

☐ None [*Check if applicable*]

May 13, 2016

Date

/s/ Reno F.R. Fernandez III

Reno F.R. Fernandez III 251934

Signature of Attorney or Litigant
Counsel for **Grove Plaza Partners, LLC**
Macdonald Fernandez LLP
221 Sansome Street, 3rd Floor
San Francisco, CA 94104
(415) 362-0449 Fax:(415) 394-5544

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

In re
Grove Plaza Partners, LLC

Case No.

Debtor(s). _____ /

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 6 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

DATED: **May 13, 2016**

/s/ Reno F.R. Fernandez III

Signature of Debtor's Attorney or Pro Per Debtor

Internal Revenue Service
Post Office Box 7346
Philadelphia, PA 19101

Franchise Tax Board
Bankruptcy Section, MS A-340
Post Office Box 2952
Sacramento, CA 95812

Ace Roofing & Waterproofing Systems
165 Westside Road
Hollister, CA 95023

Amor Architectural Corporation
10300 4th Street, Suite 100
Rancho Cucamonga, CA 91730

Andrew Taper
300 Lenora Street, B-266
Seattle, WA 98121

APM Property Maintenance, Inc.
650 N. Rose Drive, Suite 339
Placentia, CA 92870

Armanino
12657 Alcosta Boulevard, Suite 500
San Ramon, CA 94583

Bilak Holding Company, LLC
433 North Camden Drive, Suite 500
Beverly Hills, CA 90210

Brown Rudnick LLP
P.O. Box 52257
Boston, MA 02205

Calmwater Capital, LLC
Attn: Larry Grantham
11755 Wilshire Boulevard, Suite #1400
Los Angeles, CA 90025

Calvin T. Phan
3575 Belmont Terrace
Fremont, CA 94538

Cameron Ricks
33965 Malaga Street
Dana Point, CA 92629

CB Commercial

CBRE, Inc.
4141 Inland Empire Boulevard, Suite 100
Ontario, CA 91764

Clark Pest Control
P.O. Box 1480
Lodi, CA 95241

Commercial Maintenance Service
4052 Mira Mesa Avenue
Chino, CA 91710

Corporate Alliance Strategies, Inc.
1147 Railroad Street
Corona, CA 92882

Dorian and Frances Bilak
433 North Camden Drive, Suite 500
Beverly Hills, CA 90210

Environmental Management Solutions, Inc.
13950 Monte Vista Avenue
Chino, CA 91710

George A. Arce
c/o Centers Dynamic, Inc.
390 Bridge Parkway, Suite C
Redwood City, CA 94063

Gil Ruiz Landscape Maintenance
28440 Blanik Avenue
Nuevo, CA 92567

Glassberg, Pollak & Associates
Attn: Robert L. Pollak
1000 4th Street, Suite 570
San Rafael, CA 94901-3118

Grabel Living Trust
Attn: Gary Grabel
5363 Balboa Blvd., #227
Encino, CA 91316

Hamermesh O'Neil Family Trust
Attn: Mark Hamermesh
5363 Balboa Blvd., #227
Encino, CA 91316

JG Construction
15632 El Prado Road
Chino, CA 91710

Joshua Warsaw
476 N. Catalina Street
Ventura, CA 93001

Law Office of David Philipson
Attn: David Philipson
P.O. Box 2950
Big Bear Lake, CA 92315

Marcia H. Scott
33942 Malaga Dr., Apt. A
Dana Point, CA 92629

Nadel Architects, Inc.
Attn: David Anderson
1990 S. Bundy Drive, Suite 400
Los Angeles, CA 90025

Ontario Municipal Utilities Co.
1333 S. Bon View Avenue
P.O. Box 8000
Ontario, CA 91761

PDM Development, Inc.
1234 East Tujunga Avenue
Burbank, CA 91501

Penny Plumbing
1030 N. Mountain Avenue, Suite 461
Ontario, CA 91762

Perry Roofing, Inc.
10527 Deer Canyon Dr.
Rancho Cucamonga, CA 91737

Phan Ontario, LLC
Attn: Calvin Phan
1500 Buckeye Drive
Milpitas, CA 95035

Quality Backflow Service
2868 S. Phoenix Pl.
Ontario, CA 91761

Rentschler / Tursi LLP
Attn: Judith J. Rentschler
411 Borel Avenue, Suite 510
San Mateo, CA 94402

San Bernardino Tax Collector
172 W. Third Street, First Floor
San Bernardino, CA 92415

Scott and Jennifer Kramer
4 Calle Saltamontes
San Clemente, CA 92674

Southern California EDISON
P.O. Box 300
Rosemead, CA 91772

Stanley Security Solutions
55 Shuman Blvd. Suite 900
Naperville, IL 60563

Terminix
P.O. Box 742592
Cincinnati, OH 45274

Thomas E. Sparks
Trustee of the Sparks Grandchildren's
1994 Trust Dated 6/21/94
2036 Port Ramsgate Place
Newport Beach, CA 92660

Trimont Real Estate Advisors
Attn: Bryan Meisner
Suite 2200, Monarch Tower
3424 Peachtree Road, N.E.
Atlanta, GA 30326

Tyco Intergrated Security LLC
P.O. Box 371967
Pittsburgh, PA 15250

Tyler Lighting Services Inc.
551 W. Crowther Avenue
Placentia, CA 92870

Universal Site Services
P.O. Box 28010
San Jose, CA 95159

Verizon California, Inc.
P.O. Box 920041
Dallas, TX 75392

Wise Guys Signs & Wraps
4971 Brooks Street, Unit 1
Riverside, CA 92506